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Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption state exemption unless such exemption is predicated on the filing of a federal notice.



UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM D

NOV 14 2003

OMB APPROVAL
OMB Number: 3235-0076
Expires: May 31, 2005
Estimated average burden hours per response... 1

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC USE ONLY
Prefix Serial
DATE RECEIVED

NOV 17 2003

POCESSED

Name of Offering ([] check if this is an amendment and name has changed, and indicate change.)

THOMSON FINANCIAL

Filing Under (Check box(es) that apply):

[] Rule 504 [] Rule 505 [X] Rule 508 [] Section 4(6) [] ULOE

Type of Filing: [X] New Filing [] Amendment



A. BASIC IDENTIFICATION DATA

1. Enter the information requested about the issuer

Name of Issuer ([] check if this is an amendment and name has changed, and indicate change.)

Apartments of the World, Ltd.

Address of Executive Offices Number (Including Area Code) (Number and Street, City, State, Zip Code)

Telephone

c/o McKinney, Bancroft & Hughes, Marina House, 4 George Street, P.O. Box N-3937, Nassau, The Bahamas



Address of Principal Busine Number (Including Area Coo (if different from Executive (
Brief Description of Busines	S
	ess of selling Residency Rights to Apartments on the motor vessel "THE e in the business of owning and operating "THE WORLD".
Type of Business Organizat	ion
[X] corporation	[] limited partnership, already formed [] other (please specify):
[] business trust	[] limited partnership, to be formed
	Month Year
Actual or Estimated Date of	Incorporation or Organization: [1][0] [0][3] [X] Actual [] Estimated
Jurisdiction of Incorporation	or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) [F][N]
GENERAL INSTRUCTIONS	}
Federal:	

When to File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Who Must File: All issuers making an offering of securities in reliance on an exemption under

D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

Where to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states

in accordance with state law. The Appendix in the notice constitutes a part of this notice and must be completed.

A. BASIC IDENTIFICATION DATA

2. Enter the information requested for the following:

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- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of,
 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

• Each genera	ii and managing partner or part	nership issuers.		
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual) ST. JOHN	I, JAMES		
	ce Address (Number and Stree Street, Palm City, FL 34990	et, City, State, Zip Co	ode)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[X] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual) CHAPMA	N, RALPH F.	uncentralis and condition debite the state of	**************************************
	ce Address (Number and Streene, Dallas, Texas 75230	et, City, State, Zip Co	ode)	444 n 1444 n
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[X] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual) MOSS, MIC	CHAEL		
	ce Address (Number and Strees, Warren Road, Coombe Hill			ingdom
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner
Full Name (Last nam	ne first, if individual)			
Business or Residen	ce Address (Number and Stree	et, City, State, Zip Co	ode)	
Check Box(es) that Apply:	[] Promoter [] Beneficial Owner	[] Executive Officer	[] Director []	General and/or Managing Partner

Full N	ame (La	st name	e first, if i	ndividua	al)							
Busine	ess or R	esidenc	e Addre	ss (Num	ber and	Street,	City, Stat	e, Zip Co	ode)			
Check Apply:	Box(es) that	[] Pror	noter [] Benefi Owner		[] Exe Offi		[][Pirector [] Gene Mana Partn	
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				D. IIV	FURIVIA	TION A	BOUT O	FFERIN	·			
	s the issu g?	uer sold	, or does	s the iss	uer inten	d to sel	II, to non∹	accredite	ed investo	ors in this	3	Yes []
			Αı	nswer al	so in Ap	pendix,	Column 2	2, if filing	under U	LOE.		
2. Wh	at is the	minimu	m invest	ment the	at will be	accept	ted from a	ny indivi	idual?			\$50,00
3. Doe	es the of	fering p	ermit joir	nt owner	ship of a	single	unit?					Yes []
or indi with sa a brok broker	rectly, a ales of s er or dealer or deale	ny comi ecuritie aler reg er. If mo	mission of s in the of istered wore than	or simila offering. vith the t five (5) p	r remune If a pers SEC and persons	eration on to be l/or with to be lis	no has be for solicita e listed is n a state c sted are a that brok	ation of p an asso or states, ssociate	ourchaser ciated pe list the n d persons	s in conr rson or a ame of th	nection agent of ne	
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Name	of Asso	ciated E	Broker or	Dealer					······································			
States	in Whic	h Perso	on Listed	Has So	licited o	Intend	s to Solic	it Purcha	sers			
(Chec	k "All	States"	or chec	k indivi	idual St	ates)				[] All S	states
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C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS 1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box " and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	<u> </u>
Other (Specify). \$\$ Total \$17,685,000 \$17,68 Answer also in Appendix, Column 3, if filing under ULOE.	35,000

2. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar

amounts of their purchases. For offerings under $\underline{\text{Rule }504}$, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."

		Dollar Ar	mount
Accredited Investors	42	\$17,68	5,000
Non-accredited Investors	-0-	\$-0)-
Non-accredited Investors		\$	
Answer also in Appendix, Column 4, if filing under ULOE.			
3. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.			
Type of offering N/A	Гуре of Security	Dollar A So	
Rule 505		_ \$	·····
Regulation A		\$	
Rule 504		_ \$	
Total		_ \$	
nformation may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.			
		[]	\$-0-
Printing and Engraving Costs		[]	\$-0 -
Legal Fees		[]	\$30,000
Accounting Fees		[]	\$-0-
Engineering Fees	••••	[]	\$-0-
Sales Commissions (specify finders' fees separately)		[]	\$-0-
Other Expenses (identify): Miscellaneous		[]	\$5,000
Total	*******	[]	\$35,000
		nce \$	17,650,000
or proposed to be used for each of the purposes shown. If the amount for	any the		
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Directors, & Others Affiliates [] Salaries and fees Form D IJ Purchase of real estate Purchase, rental or leasing and installation of machinery ruronase, rentar or reasing and mistaliation or macrimer)
and equipment Construction or leasing of plant buildings and facilities...... Acquisition of other businesses (including the value of Acquisition of other businesses (including the value of another lection securities involved in this offering that may be used in securities of another lection securities for the acceste or each writing of another lection over the acceste or each writing of another lection over the acceste or each writing of another lection over the acceste or each writing of another lection of another lecti securities involved in mis offering that may be used in exchange for the assets or securities of another issuer bntenaut to a wetdet) Repayment of indebtedness 650.000 Working capital Other (specify): Purchase of Residency Rights 50-000 Total Payments Listed (column totals added) Column Totals The issuer has duly caused this notice to be signed by the undersigned by the issuer to furnish to the U.S. filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this not the U.S. the issuer has duly caused this notice to be signed by the undertaking by the issuer to furnished by the information furnished by the issuer has duly caused this notice to be signed by the undertaking by the information furnished by the information furnished by the issuer has duly caused this notice to be signed by the undertaking by the information furnished by the issuer to furnish to the U.S. the information furnished by the issuer to furnish to the U.S. the information furnished by the issuer to furnish to the U.S. the information furnished by the issuer has duly caused this notice to be signed by the undertaking by the issuer to furnish to the U.S. the information furnished by the issuer has a function furni filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnished by the securities and Exchange Commission, upon written request of its staff, the information furnished by the securities and Exchange Commission, upon written request of Rule 502.

Securities and Exchange Commission, upon written request of Rule 502. Securities and Exchange Commission, upon written request of its start, upon written re Title of Signer (Print or Type) PAESIUCIT Issuer (Print or Type) Intentional misstatements or omissions of fact constitute federal criminal violations of fact constitute federal criminal violations (U.S.C. 1001.) Name of Signer (Print or Type) E. STATE SIGNATURE

			E	. STATE SI	GNATU	RE			
	ny party do ions of suc		in 17 CFR 230.2	62 presently	subject	to any of the disc	qualification	on	Yes No
**********	•••••		See Appen	dix, Column	5, for sta	ate response.			
			er hereby underta ce on Form D (17						ich
			er hereby underta the issuer to offer		sh to the	state administrate	ors, upon	written req	uest,
to be of	entitled to formal and a second contract of the second contract of t	the Uniforthe	er represents that orm limited Offering issuer claiming to been satisfied.	ig Exemptio	n (ULOE) of the state in w	hich this	notice is file	ed
			notification and k y the undersigned				duly caus	sed this not	ice to
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Name	of Signer	(Print or	Type)			Title (Print or	Type)	A	
Instru	ction:	HOUSE CHARLES THE STATE OF THE	Maries international distribution of the internation of the property of the control of the contr	and the second s	i ina manife sumani na na pana na pana na sa		COMMITTER COMMITTER STATEMENT OF THE STA		AND AND THE PARTY OF THE PARTY
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				APPE	XIDIX				
1	2		3		·	4		5 Disqualif	
to non-accredited offering price Type of investor and explar investors in State offered in state amount purchased in State waiver					under Stat (if yes, a explanal waiver gr (Part E-l	attach tion of anted)			
State	Yes	No		Number of Accredited Investors	Amount	Number of Non-Accredited Investors	Amount	Yes	No
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